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Attorneys for Defendants Ness Technologies Inc., Satyam C. Cherukuri, Issachar "Sachi" Gerlitz, Morris Wolfson, Dan S. Suesskind, P. Howard Edelstein and Gabriel Eichler

UNITED STATES DISTRICT COURT DISTRICT OF NEW JERSEY

NISSIM BOTTON, On Behalf of himself and : All Others Similarly Situated, :

INTERNATIONAL, JERSEY HOLDING

CORPORATION, AND JERSEY ACQUISITION CORPORATION,

Plaintiff,

v. : C.A. No.: 2:11-cv-03950(SRC)(MAS)

NESS TECHNOLOGIES, INC., AHARON
FOGEL, AJIT BHUSHAN, SATYAM C.
CHERUKURI, SASHI GERLITZ, P.
HOWARD EDELSTEIN, GABRIEL
EICHLER, DAN S. SUESSKIND, MORRIS
WOLFSON, CITI VENTURE CAPITAL

CERTIFICATION OF
ANDREW MUSCATO IN SUPPORT OF
THE NESS DEFENDANTS'
MOTION TO DISMISS

Defendants.

ANDREW MUSCATO hereby certifies that:

1. I am counsel with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP,

counsel for Defendants Ness Technologies Inc., Satyam C. Cherukuri, Issachar "Sachi" Gerlitz,

Morris Wolfson, Dan S. Suesskind, P. Howard Edelstein and Gabriel Eichler (collectively, the

"Ness Defendants") in the above captioned action. I submit this Certification in support of the

Ness Defendants' Motion to Dismiss Plaintiff's Class Action Complaint pursuant to Federal Rule

of Civil Procedure 12(b)(1) and (6).

2. I have attached hereto as Exhibit A, *The Bleymeyer v. Monogram Biosciences*,

Inc., C.A. No. 4703-CC (Del. Ch. July 9, 2009) (TRANSCRIPT).

3. I have attached hereto as Exhibit B, Ness Technologies Inc., Proxy Statement

(Schedule 14A) (June 30, 2011).

4. I have attached hereto as Exhibit C, Steamfitters Local Union 447 ex rel.

inVentive Health, Inc. v. Walter, C.A. No. 5492-CC (Del. Ch. June 21, 2010) (TRANSCRIPT).

5. I certify under penalty of perjury that the foregoing is true and correct.

Executed on July 21, 2011

/s/ Andrew Muscato
Andrew Muscato